

Joshua A. Sussberg, P.C. (admitted pro hac vice)
Emily E. Geier (admitted pro hac vice)
AnnElyse Scarlett Gains (admitted pro hac vice)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Michael A. Condyles (VA 27807)
Peter J. Barrett (VA 46179)
Jeremy S. Williams (VA 77469)
Brian H. Richardson (VA 92477)
KUTAK ROCK LLP
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219-4071
Telephone: (804) 644-1700
Facsimile: (804) 783-6192

-and-

Joshua M. Altman (admitted pro hac vice)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle Street
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Co-Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	Chapter 11
)	
PIER 1 IMPORTS, INC., <i>et al.</i> , ¹)	Case No. 20-30805 (KRH)
)	
)	(Jointly Administered)
Debtors.)	
)	Re: Docket No. 192

**SUPPLEMENTAL DECLARATION OF
JOSHUA A. SUSSBERG IN SUPPORT OF THE DEBTORS'
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF FEBRUARY 17, 2020**

I, Joshua A. Sussberg, being duly sworn, state the following under penalty of perjury:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are set forth in the *Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 76]. The location of the Debtors' service address is PO Box 961020, Fort Worth, TX 76161-0020. Or, for delivery by Airborne, Federal Express & other Courier Services: 685 John B. Sias Memorial Parkway Suite 255, Fort Worth, TX 76134.

1. I am the president of Joshua A. Sussberg, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York, 10022, and partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, collectively, “Kirkland”). I am the lead attorney from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York. I have been admitted to practice *pro hac vice* in the United States Bankruptcy Court for the Eastern District of Virginia. There are no disciplinary proceedings pending against me.

2. On February 17, 2020 (the “Petition Date”), each of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a petition with the United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). On February 29, 2020, the Debtors filed an application to employ and retain Kirkland as counsel for the Debtors [Docket No. 192] (the “Application”) pursuant to sections 327(a) and 330 of the Bankruptcy Code, rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Eastern District of Virginia (the “Bankruptcy Local Rules”).

3. Attached to the Application as **Exhibit B** was my declaration in support of the Application (the “Original Declaration”)² attesting to the disinterestedness of Kirkland, among other things. On March 18, 2020, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* [Docket No. 386] (the “Retention Order”).

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application or the Original Declaration, as applicable.

4. In connection with the Application and Original Declaration, I submit this supplemental declaration (this “Supplemental Declaration”) to provide additional disclosures in accordance with Bankruptcy Rules 2014(a) and 2016(b) and as required under the Retention Order. Unless otherwise stated in this Supplemental Declaration, I have personal knowledge of the facts set forth herein.

Additional Disclosures

5. As set forth in the Original Declaration and herein, Kirkland may in the past have represented, currently may represent, and may in the future represent certain of the Debtors’ creditors, equity security holders, or other parties in interest in ongoing matters unrelated to the Debtors and these chapter 11 cases. None of the representations set forth on **Schedule 1** are materially adverse to the interests of the Debtors’ estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Kirkland is not disqualified from acting as the Debtors’ counsel merely because it represents certain of the Debtors’ creditors, equity security holders, or other parties in interest in matters unrelated to these chapter 11 cases.

Specific Disclosures

6. Pamela Corrie and Steven G. Panagos, disinterested directors of Pier 1 Imports, Inc., have served, or may serve from time to time, in various management and director capacities of certain Kirkland clients or affiliates thereof. I do not believe Kirkland’s current and prior representations of clients for which Ms. Corrie and Mr. Panagos serve(d) in management and director capacities precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

Affirmative Statement of Disinterestedness

7. This declaration makes certain additional disclosures. Based on the conflicts searches conducted to date, to the best of my knowledge, neither I, Kirkland, nor any partner, of

counsel, or associate thereof, insofar as I have been able to ascertain, has any connections with the Debtors, their creditors, or any other entities who may be parties in interest, their respective attorneys or accountants, the Office of the United States Trustee for the Eastern District of Virginia (the “U.S. Trustee”), any person employed by the U.S. Trustee, or any person employed by the Court, except as disclosed or otherwise described in the Original Declaration and herein.

8. Attached hereto as **Schedule 1** are additional names of individuals and entities that have not previously been searched by Kirkland. These include:³

Category

<u>Schedule</u>	<u>Category</u>
1(a)	Bidders
1(b)	Notice of Appearance
1(c)	Significant Vendors
1(d)	Top Unsecured Creditors
1(e)	U.S. Trustees Gasparini, Elisabetta King, B. Webb Turner, June
1(f)	UCC Members

9. There are no connections to disclose in connection with Kirkland’s conflicts searches of the above-listed entities. Listed on **Schedule 2** to this declaration are new client connections for entities identified in the Original Declaration.⁴

³ Generally, it is Kirkland’s policy to disclose entities in the capacity that they first appear in a conflicts search. For example, if an entity already has been disclosed in this declaration in one capacity (e.g., a customer), and the entity appears in a subsequent conflicts search in a different capacity (e.g., a vendor), Kirkland does not disclose the same entity again in supplemental declarations, unless the circumstances are such in the latter capacity that additional disclosure is required. Furthermore, entities previously searched and connections previously disclosed in the Original Declaration have not been re-disclosed on the schedules attached hereto. Kirkland’s inclusion of any entity in the schedules attached hereto is not an admission that any such entity is a “party in interest” or has a valid claim against the Debtors.

⁴ As referenced in **Schedule 2** attached hereto, the term “current client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted in the 12 months preceding the Petition Date. The term “former client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted between 12 and 36 months preceding the Petition Date. The term “closed client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted in the 36 months preceding the Petition

10. Except as specifically discussed herein, the client representations identified in this declaration and the attached schedules are not related to the Debtors or these chapter 11 cases. The client representations identified in this declaration and the attached schedules are not materially adverse to the interests of the Debtors' estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Kirkland is not disqualified from acting as the Debtors' counsel merely because it represents or represented the Debtors' creditors, equity security holders, or other parties in interest in matters unrelated to these chapter 11 cases.

11. Kirkland will not commence a cause of action in these chapter 11 cases against the entities listed on **Schedule 2** (including entities identified in the "**Specific Disclosures**" section of this Supplemental Declaration) to this declaration that are current clients of Kirkland unless Kirkland has an applicable waiver on file or first receives a waiver from such party allowing Kirkland to commence such an action. To the extent that a waiver does not exist or is not obtained from such client and it is necessary for the Debtors to commence an action against that client, the Debtors will be represented in such particular matter by conflicts counsel or the Debtors' co-counsel, Kutak Rock LLP ("**Kutak**"). In certain circumstances, Kirkland may ask conflicts counsel or Kutak to handle a matter even where Kirkland believes it can represent the Debtors adversely to such entity.

Continued Vigilance and Affirmative Statement of Disinterestedness

12. Based on the conflicts searches conducted to date and described in the Original Declaration and herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy

Date, but for which the client representation has been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Kirkland's representation rather than its potential listing in Kirkland's conflicts search system. The list generated from Kirkland's conflicts search system is over-inclusive. As a general matter, Kirkland discloses connections with "former clients" or "closed clients" for whom time was posted in the last 36 months, but does not disclose connections if time was billed more than 36 months before the Petition Date.

Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Original Declaration and herein

[Remainder of page intentionally left blank]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: November 1, 2020

Respectfully submitted,

/s/ Joshua A. Sussberg

Joshua A. Sussberg
as President of Joshua A. Sussberg, P.C., as
Partner of Kirkland & Ellis LLP; and as
Partner of Kirkland & Ellis International LLP

SCHEDULE 1

List of Schedules

<u>Schedule</u>	<u>Category</u>
1(a)	Bidders
1(b)	Notice of Appearance
1(c)	Significant Vendors
1(d)	Top Unsecured Creditors
1(e)	U.S. Trustees
1(f)	UCC Members

SCHEDULE 1(a)

Bidders

Retail Ecommerce Ventures LLC
Sycamore Partners Management LP

SCHEDULE 1(b)

Notice of Appearance

23000 Hawthorne Blvd LLC
Abernathy Roder Boyd & Hullett PC
Am Law LLC
Amaro Law Firm
Baird Mandalas Brockstedt LLC
Baker Donelson Bearman Caldwell &
Berkowitz PC
Ballard Spahr LLP
Bank of New York Mellon Trust Co. NA,
The
Barclay Damon LLP
Barrack Ferrazzano Kirshbaum &
Bagelberg LLP
Benesch, Friedlander, Coplan & Aronoff
LLP
Bergman, Berbert, Schwartz & Gilday LLC
Bewley Lassleben & Miller LLP
Bexar, County of (TX)
Bialson, Bergen & Schwab
Buchanan Ingersoll & Rooney PC
Burr & Forman LLP
BVA Spradlin LLC
C&B Realty #2 LLC
Cafaro Management Co.
Charles, County of (MD)
Collin, County of (TX), Tax
Assessor/Collector
Colorado, State of, Attorney General,
Department of Law
Comenity Capital Bank
Commerce LP #9305
CR Mount Pleasant LLC
Crowley Liberatore PC
Cypress-Fairbanks Independent School
District (TX)
Dallas, County of (TX)
DLA Piper LLP (US)
DR Old Post Road LLC
Dykema Gossett PLLC
Eiseman Levine Lehrhaupt & Kakoyiannis
PC
Emmet Marvin & Martin LLP

Ervin Cohen & Jessup LLP
Evergreen Shipping Agency
Fastly Inc.
Foley & Lardner LLP
Fort Bend, County of (TX)
Fortjoy Development Co.
Frankel Market Square LLC
Fredrikson & Byron PA
Frisco, City of (TX)
Frost Brown Todd LLC
G & J Partners
Galveston, County of (TX)
Golenbock Eiseman Assor Bell & Peskoe
LLP
Goodkin Law Group APC
Goulston & Storrs PC
Gregg, County of (TX)
Harris, County of (TX)
Haspel, Joseph J.
Heidepriem Purtell Siegel & Hinrichs LLP
Hinshaw & Culbertson LLP
Hirschler Fleischer
Hoover Penrod PLC
Hunton Andrews Kurth LLP
ImageOne Industries Inc.
IRC Retail Centers LLC
Jaffe Raitt Heuer & Weiss PC
Jameson Pepple Cantu PLLC
Jaspan Schlesinger LLP
JBGR/Stanford Frederick LLC
Jefferson, County of (TX)
Kavian Trust Dated 1/1/77
Kelley Drye & Warren LLP
Kilpatrick & Associates PC
Krein Law Firm
Kurtzman Steady LLC
Law Offices of Kenneth L. Baum LLC
Lewisville Independent School District (TX)
Linebarger Goggan Blair & Sampson LLP
Lubbock Central Appraisal District (TX)
Magnolia Associates LLC
Magruder Cook Koutsouftikis & Palanzi

Manatee, County of (FL), Tax Collector
Manor & Mews Pvt. Ltd.
McCreary Veselka Bragg & Allen PC
Mcguire Woods LLP
Messner Reeves LLP
Meyers Rodbell & Rosenbaum PA
Michael Wilson PLC
Miller, Judith Greenstone
Mirick O'Connell Demallie & Lougee LLP
Missouri, State of, Department of Revenue
Montgomery Mccracken Walker & Rhoads
LLP
Montgomery, County of (TX)
Morgan Lewis & Bockius LLP
Moritt Hock & Hamroff LLP
Northwoods San Antonio LLC
Oaktree Value Opportunities Fund
Obeetee Pvt. Ltd.
Odin Feldman & Pittleman PC
Offit Kurman, Attorneys at Law
Oklahoma, County of (OK), Treasurer
Old Philadelphia Road LLC
One LLP
Pathlight Capital LP
Perdue Brandon Fielder Collins & Mott LLP
Pine Tree LLC
Prince George's, County of (MD)
Procopio Cory Hargreaves & Savitch LLP
Rashti and Mitchell Attorneys at Law
Red Development LLC
Reimann Law Group, The
Riemer & Braunstein LLP
Rivercrest Realty Associates LLC
Rockwall County Appraisal District (TX)
Ronald Page PLC
Ropes & Gray LLP
Route 146 Millbury LLC
S&D Law
SA Development Co. LP
Safavieh International LLC
Semanoff Ormsby Greenberg & Torchia
LLC

Seward & Kissel LLP
Sharf Law Firm
Shipman Shaiken & Schwefel LLC
Simon Property Group LP
Singer & Levick PC
Sirlin Lesser & Benson PC
Sklar Kirsh LLP
Smith, County of (TX)
Soukup & Schiff LLP
Spotts Fain PC
Spring Branch Independent School District
(TX)
Stark & Stark PC
Stokesbury Shipman & Fingold LLC
Sunbelt Investment Holdings Inc.
Tarrant, County of (TX)
Texas, State of, Office of the Attorney
General
Texas, State of, Office of the Public
Comptroller
Tom Green County Appraisal District (TX)
Traer Creek-EXWMT LLC
Trainor Fairbrook
TRC MM LLC
Troutman Sanders LLP
Tustin Market Place I LLC
United States, Government of the, Securities
& Exchange Commission
Urban Edge Properties LP
Valinoti Specter & Dito LLP
Washington Prime Group Inc.
Watt Tieder Hoffar & Fitzgerald LLP
Wayne, County of (MI), Treasurer
Weitzman Group Inc., The
Westerman Ball Ederer Miller Zucker &
Sharfstein LLP
Whiteford Taylor & Preston LLP
Williams Mullen
Wolcott Rivers Gates
Woods Rogers PLC
WS Hadley Properties II LLC
Zemanian Law Group

SCHEDULE 1(c)

Significant Vendors

ARI Packaging Inc.
Comma
Fly By Night
JECS Co. Ltd.
Meba Brass
Team Works
USM Inc.

SCHEDULE 1(d)

Top Unsecured Creditors

Tramex Trading Co. Ltd.
Victorwood

SCHEDULE 1(e)

U.S. Trustees

Gasparini, Elisabetta
King, B. Webb
Turner, June

SCHEDULE 1(f)

UCC Members

Brixmor Operating Partnership LP
Brookfield Property REIT Inc.

SCHEDULE 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Sycamore Partners Management LP	Peter T. Morrow	Current
	Stefan Kaluzny	Current
	Sycamore Partners (Co-Invest) LLC	Closed
	Sycamore Partners A LP	Current
	Sycamore Partners Associates Co-Invest, Inc.	Closed
	Sycamore Partners Associates Investments LP	Closed
	Sycamore Partners Associates LP	Closed
	Sycamore Partners Associates-C, LP	Closed
	Sycamore Partners II, LP	Current
	Sycamore Partners III, LP	Current
	Sycamore Partners Management, L.P.	Current
	Sycamore Partners Torrid, LLC	Closed
	Sycamore Partners, LP	Closed
Washington Prime Group Inc.	Washington Prime Group Inc.	Current
Texas, State of, Office of the Attorney General	Greg Abbott, as Governor of Texas	Closed
Texas, State of, Office of the Public Comptroller	State of Texas	Closed

SCHEDULE 3

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
4698 Clay Terrace Partners LLC Bloomingdale Court LLC Forest Plaza LLC Johnson City Plaza LLC Markland Plaza LLC PFP Columbus II LLC Rockaway Town Plaza LLC Sunland Park Mall Waterford Lakes Town Center LLC White Oaks Plaza LLC WPG Wolf Ranch LLC	Washington Prime Group Inc.	Current
Alamance Crossing II LLC CBL Friendly Center CMBS LLC Coolsprings Crossing LP Hamilton Place Partners LLC Hickory Point LLC Hickory Ridge Owner LLC Mayfaire Town Center LP Southaven Town Center L1 LLC	CBL Int. Management Ltd.	Current
Alderwood Parkway Plaza II LLC Bayshore Mall LP Blue Roof	Brookfield Infrastructure Credit Fund Brookfield Special Opportunities LLC Oaktree Acquisition Corp. II	Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Boise Mall LLC Brookfield Property REIT Inc. Coral Ridge Mall LLC Crossroads Center LLC GGP LP GGP Maine Mall LLC Grand Traverse Mall Mall of Louisiana LLC Oaktree Value Opportunities Fund Oaktree Value Opportunities Fund Holdings LP Pembroke Lakes Mall Ltd. Prince Kuhio Plaza LLC River Hills Shops LLC RPI Greenville Mall LP RPI Salisbury Mall Shoppes at River Crossing LLC Shops at Oak Brook Place		
Apex Credit CLO 2015 II Ltd. Apex Credit CLO 2016 Ltd. Apex Credit Partners LLC Apex Credit Partners LLC FD JFIN CLO 2014 II Ltd. JFIN CLO 2014 Ltd. JFIN CLO 2015 Ltd.	Jefferies Hong Kong Limited	Current
AXA XL XL Insurance Co. SE	AXA Real Estate Investment Managers UK Ltd.	Current
Berkley Professional Liability LLC	W.R. Berkley Corporation	Current
Big Box Property Owner D LLC	Exeter Property Group LLC	Current
Blackstone GSO Long Short Credit Income Fund Blackstone GSO Strategic Credit Fund BRE DDR BR Eastland CA LLC BRE DDR BR Nature Coast FL LLC	Blackstone CQP Holdco LP Blackstone Mortgage Trust Inc. Blackstone Real Estate Partners Europe Blackstone Real Estate Special Situations Advisors LLC	Current Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
BRE DDR Carillon Place LLC	Blackstone Strategic Partners	Current
BRE DDR Great Northern LLC	BPP Parker Towers Property Owner LLC	Current
BRE DDR IVA Southmount PA LLC	GSO Capital Partners LP	Current
BRE DDR Riverdale Village Inner Ring LLC	Prakash A. Melwani	Current
BRE DDR Woodfield Village LLC		
BRE RC First Colony MD LLC		
BRE RC Las Palmas MP TX LP		
BRE RC Lincoln Square TX LP		
BRE Retail Residual Owner 1 LLC		
Buttermilk Park CLO Ltd.		
Chenango Park CLO		
Cumberland Park CLO Ltd.		
Dorchester Park CLO Ltd.		
Emerson Park CLO Ltd.		
Excel Gilroy LP		
Excel Trust LP		
Seneca Park CLO Ltd.		
Stewart Park CLO Ltd.		
Thacher Park CLO Ltd.		
Treman Park CLO Ltd.		
Tryon Park CLO Ltd.		
Cole MT Viera FL LLC	CIM Group LLC	Closed
Florida Power & Light Co.	ClearSky Power & Technology Fund I LLC	Closed
	NextEra Energy Constructors LLC	Current
	NextEra Energy Inc.	Current
	NextEra Energy Marketing LLC	Current
	NextEra Energy Operating Services LLC	Current
	NextEra Energy Project Management LLC	Current
	NextEra Energy Resources, LLC	Current
	NextEra Energy Transmission Southwest LLC	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
GLL US Retail LP	Macquarie Infrastructure Partners IV SCSp	Current
	Macquarie Infrastructure Partners V LP	Current
Gordon Brothers Retail Partners LLC	Gordon Brothers Brands, LLC	Current
	Gordon Brothers Partners Inc.	Current
Guggenheim Partners LP	Guggenheim Securities LLC	Current
HRC Advisory LP	Hilco Inc.	Current
	Hilco Industrial LLC	Current
	Hilco IP Merchant Capital LLC	Current
	Hilco Monarch Investments VI LLC	Current
	Hilco Receivables, LLC	Current
	Hilco Redevelopment Holdings LLC	Current
JPMorgan Chase & Co.	Hilco Redevelopment, LLC	Current
	JPMorgan Ventures Energy Corporation	Current
Li & Fund (Trading) Ltd. India	Li & Fung Limited	Current
Roundhouse Alexandria Inc. RREEF America REIT II Corp. HH	Deutsche Bank AG, London Branch	Current
WhiteHorse VIII Ltd. WhiteHorse X Ltd.	H.I.G. Advantage Buyout Fund LP	Current